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August 17, 2000

RECORDATION NO. 6690-BBB BBB B FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

AUG 17 '00 12-11 PM
TS
SURFACE TRANSPORTATION BOARD

Re: Amtrak Trust 2000-C

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Termination and Release of Lien (Amtrak 2000-C) dated as of August 17, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was previously filed with the Commission under Recordation Number 6690-MMMM.

The names and addresses of the parties to the enclosed document are:

Federal Railroad Administration
400 Seventh Street, S.W.
Washington, D.C. 20590

National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19801

Mr. Vernon A. Williams
August ____, 2000
Page Two

A description of the railroad equipment covered by the enclosed document is:

77 Superliner I railcars within the series AMTK 31523 through AMTK 38007.

A short summary of the document to appear in the index follows:

Release of Lien by the Federal Railroad Administration on behalf of Amtrak covering 77 Superliner I railcars within the series AMTK 31523 through AMTK 38007.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

TERMINATION AND RELEASE OF LIEN
(AMTRAK TRUST 2000-C)

AUG 17 '00

12-11 PM

SURFACE TRANSPORTATION BOARD

THIS TERMINATION AND RELEASE OF LIEN (AMTRAK TRUST 2000-C) dated as of August 17, 2000 (this "*Agreement*"), is among the Administrator of the Federal Railroad Administration of the United States Department of Transportation (the "*Administrator*"), acting (unless otherwise specified herein) on behalf of and as the delegate of the Secretary of the Department of Transportation (the "*Secretary*"), the National Railroad Passenger Corporation ("*Amtrak*") and Wilmington Trust Company, not in its individual capacity but solely as Trustee (the "*Trustee*").

WHEREAS, pursuant to a Security Agreement dated October 5, 1983, between the Administrator and Amtrak (the "*FRA Security Agreement*"), Amtrak assigned to the Administrator all of its right, title and interest to certain rolling stock, including rolling stock acquired after the date of the FRA Security Agreement, subject to the terms and provisions of the FRA Security Agreement;

WHEREAS, pursuant to that certain Participation Agreement (Amtrak Trust 2000-C) dated as of August 17, 2000, among Amtrak, ICX Corporation, as Equity Investor, AME Investments, LLC, as Lender, and Wilmington Trust Company, not in its individual capacity, except as otherwise expressly provided therein, but solely as Trustee (as amended, supplemented or otherwise modified from time to time, the "*Participation Agreement*"), Amtrak will sell the units of rolling stock identified on Schedule 1 hereto (together with any replacements and substitutes therefor, the "*Equipment*") to Trustee and will leaseback such Equipment pursuant to that certain Lease of Railroad Equipment (Amtrak Trust 2000-C) dated as of August 17, 2000, between Amtrak and Trustee;

NOW, THEREFORE, in order to induce, and in consideration of, Trustee entering into the transactions contemplated by the Participation Agreement, the parties hereto agree as follows:

1. All right, title and interest of the Administrator in and to the Equipment is hereby terminated and released.
2. The Administrator represents and warrants that (a) neither the execution nor delivery of this Agreement nor fulfillment nor compliance with the terms and provisions hereof will conflict with, or result in a breach of the terms, conditions or provisions of, or constitute a default under, any agreement or instrument to which it, the Secretary or the United States Government is now subject, (b) this Agreement constitutes the legal and valid obligation and contract of the Administrator and the Secretary, enforceable against the Administrator and the Secretary in accordance with its terms, and (c) she has full authority to terminate and release all of its right, title and interest in and to the Equipment.
3. This Agreement may be amended only by an agreement in writing signed by the parties hereto and shall specifically refer to itself as an amendment thereto. This Agreement shall be binding on and inure to the benefit of the parties and their respective successors and assigns.

4. Nothing in this Agreement affects any priority which may be claimed by Trustee by operation of law including, but not limited to, title 49 U.S.C. § 11301, the Uniform Commercial Code, and other applicable state and federal law.

5. Amtrak hereby consents and agrees to the terms of the foregoing.

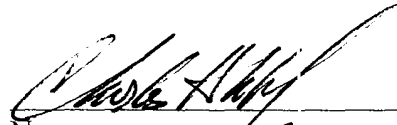

6. Trustee represents and warrants that the entering into and the performance of the terms of this Agreement are within its corporate powers and have been duly authorized by all necessary corporate actions, and are not in violation of any law, statute, regulation or decree.

[signature pages follow on next page]

IN WITNESS WHEREOF, the undersigned duly authorized officers of the parties hereto have executed this Agreement.

FEDERAL RAILROAD ADMINISTRATION

By:


Name: _____
Title: 

NATIONAL RAILROAD PASSENGER
CORPORATION

By:

Name: Carol J. Dillon
Title: Treasurer

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Trustee

By:

Name:
Title:

DISTRICT OF

)
) ss
)

COLUMBIA

On this 14th day of August, 2000, before me personally appeared Charles J. Hite to me personally known, who being by me duly sworn, says that he/she is the Acting Administrator of the FEDERAL RAILROAD ADMINISTRATION, who acknowledged himself/herself to be a duly authorized officer of the FEDERAL RAILROAD ADMINISTRATION, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

Debra J. Jeter
Notary Public

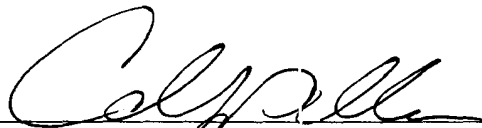
My Commission Expires: OCT 31 2004

IN WITNESS WHEREOF, the undersigned duly authorized officers of the parties hereto have executed this Agreement.

FEDERAL RAILROAD ADMINISTRATION

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

By:  _____
Name: Carol J. Dillon
Title: Treasurer

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Trustee

By: _____
Name:
Title:

DISTRICT OF)
) ss
COLUMBIA)

On this 26 day of July, 2000 before me personally appeared Carol J. Dillon, to me personally known, who being by me duly sworn, says that she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires: 2/14/05

IN WITNESS WHEREOF, the undersigned duly authorized officers of the parties hereto have executed this Agreement.


FEDERAL RAILROAD ADMINISTRATION

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name: Carol J. Dillon
Title: Treasurer

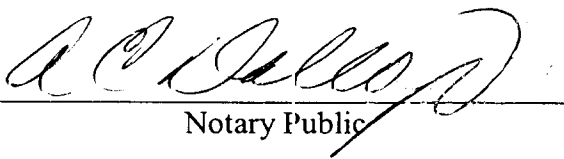
WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Trustee

By:  _____
Name:
Title: **W. CHRIS SPONENBERG**
ASSISTANT VICE PRESIDENT

STATE OF DELAWARE)
) ss
COUNTY OF NEW CASTLE)

On this 7th day of August, 2000, before me personally appeared Mr. Chris Spontenberg to me personally known, who being by me duly sworn, says that he/she is the Assistant Vice President of Wilmington Trust Company, who acknowledged himself/herself to be a duly authorized officer of WTR, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

ANITA E. DALLAGO
NOTARY PUBLIC


Notary Public

My Commission Expires August 3, 2001

My Commission Expires: _____

SCHEDULE 1

(AMTRAK TRUST 2000-C)

DESCRIPTION OF UNITS

Lot 1

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
31523	Superliner I	Superliner Baggage Coach
31524	Superliner I	Superliner Baggage Coach
31525	Superliner I	Superliner Baggage Coach
31527	Superliner I	Superliner Baggage Coach
31529	Superliner I	Superliner Baggage Coach
31530	Superliner I	Superliner Baggage Coach
31531	Superliner I	Superliner Baggage Coach
31539	Superliner I	Superliner Baggage Coach
31590	Superliner I	Smoking Lounge
31591	Superliner I	Smoking Lounge
32001	Superliner I	Superliner Sleeper
32003	Superliner I	Superliner Sleeper
32005	Superliner I	Superliner Sleeper
32006	Superliner I	Superliner Sleeper
32007	Superliner I	Superliner Sleeper
32011	Superliner I	Superliner Sleeper
32012	Superliner I	Superliner Sleeper
32013	Superliner I	Superliner Sleeper
32015	Superliner I	Superliner Sleeper
32023	Superliner I	Superliner Sleeper
32024	Superliner I	Superliner Sleeper
33100	Superliner I	Superliner Diner
34020	Superliner I	Superliner Coach
34034	Superliner I	Superliner Coach
34038	Superliner I	Superliner Coach
34051	Superliner I	Superliner Coach
34057	Superliner I	Superliner Coach
34063	Superliner I	Superliner Coach
34064	Superliner I	Superliner Coach
34067	Superliner I	Superliner Coach
34074	Superliner I	Superliner Coach
34078	Superliner I	Superliner Coach
34079	Superliner I	Superliner Coach
34080	Superliner I	Superliner Coach
34081	Superliner I	Superliner Coach
34082	Superliner I	Superliner Coach
34084	Superliner I	Superliner Coach
34085	Superliner I	Superliner Coach

Amtrak
Equipment
Number

Equipment Type

34086	Superliner I	Superliner Coach
34087	Superliner I	Superliner Coach
34088	Superliner I	Superliner Coach
34090	Superliner I	Superliner Coach
34091	Superliner I	Superliner Coach
34092	Superliner I	Superliner Coach
34093	Superliner I	Superliner Coach
34095	Superliner I	Superliner Coach
34096	Superliner I	Superliner Coach
34097	Superliner I	Superliner Coach
34098	Superliner I	Superliner Coach
34099	Superliner I	Superliner Coach
34101	Superliner I	Superliner Coach
35001	Superliner I	Superliner Coach
35002	Superliner I	Superliner Coach
35003	Superliner I	Superliner Coach
35004	Superliner I	Superliner Coach
35005	Superliner I	Superliner Coach
35006	Superliner I	Superliner Coach
35007	Superliner I	Superliner Coach
35008	Superliner I	Superliner Coach
35009	Superliner I	Superliner Coach
35010	Superliner I	Superliner Coach
35011	Superliner I	Superliner Coach
38003	Superliner I	Superliner Diner
38004	Superliner I	Superliner Diner
38005	Superliner I	Superliner Diner
38006	Superliner I	Superliner Diner
38007	Superliner I	Superliner Diner

SCHEDULE 1

(AMTRAK TRUST 2000-C)

DESCRIPTION OF UNITS

Lot 2

**Amtrak
Equipment
Number**

Equipment Type

31532	Superliner I	Superliner Baggage Coach
31533	Superliner I	Superliner Baggage Coach
31535	Superliner I	Superliner Baggage Coach
31538	Superliner I	Superliner Baggage Coach
31540	Superliner I	Superliner Baggage Coach
31541	Superliner I	Superliner Baggage Coach
31543	Superliner I	Superliner Baggage Coach
31545	Superliner I	Superliner Baggage Coach
33002	Superliner I	Superliner Lounge
33015	Superliner I	Superliner Lounge